

ANNUAL REPORT
CELLULAR TELEPHONE & MOBILE RADIO SERVICES
TO THE
ILLINOIS COMMERCE
COMMISSION



Exact Legal Name of Respondent (Company)	Year of Report
Illinois RSA #3, Inc.	December 31, 2002

This state agency is requesting disclosure of information that is necessary to accomplish the statutory purpose as outlined in Section 5-109 of the Public Utilities Act [220 ILCS 5/5-109]. Disclosure of this information is REQUIRED. Failure to provide any information could result in a fine of \$100 per day under Section 5-109 of the Public Utilities Act.

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GENERAL INFORMATION

I PURPOSE

This form is a regulatory support requirement (Public Utilities Act, Section 5-109). It is designed to collect financial and operational information from cellular telephone & mobile radio services subject to the jurisdiction of the Illinois Commerce Commission.

II WHO MUST SUBMIT

All cellular telephone & mobile radio services subject to the Illinois Commerce Commission.

III WHAT AND WHERE TO SUBMIT

Submit an original and one copy of this form to:

ILLINOIS COMMERCE COMMISSION
527 East Capitol Avenue
Springfield, Illinois 62701

Retain one copy of this report for your files.

IV WHEN TO SUBMIT

Submit this report form on or before March 31 of the year following the year covered by this report.

V REGISTERED AGENT

Exact name of Registered Agent in Illinois for Transfer of Stock.

Mark A. Krohse

Street or Local Address 8410 W. BrynMawr Ave., Suite 700

City Chicago State Illinois Zip 60631

Telephone (773) 399-8900

Area Code Number

ANNUAL REPORT OF CELLULAR TELEPHONE & MOBILE RADIO SERVICES

IDENTIFICATION

01 Exact Legal Name of Respondent Illinois RSA #3, Inc.		02 Year or Time Covered by this Report December 31, 2002	
03 Previous Name and Date of Change (if name changed during year)			
04 Address of Principal Office at End of Year (street, city, state, zip code)		8410 W. BrynMawr, Suite 700, Chicago, IL 60631	
05 Name of Contact Person	Yelena Belogorlov	06 Title of Contact Person	Senior Accountant
07 Address of Contact Person (street, city, state, zip)		8410 W. BrynMawr, Suite 700, Chicago, IL 60631	
08 Telephone of Contact Person. Include area code (773) 399-7509		09 This report is: (1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission	10 Date of Report (month, date, year) December 31, 2002
11	Date of Incorporation	01-Aug-90	
	If not incorporated, give date of organization		
12	Under laws of what State incorporated?	Illinois	
13	If a consolidated company, name the constituent companies		
14	Date end authority for each consolidation		
18	If a reorganized company, give name of original Corporation and refer to laws under which it was organized		
18	When does your fiscal year close	December 31, 2002	
17	Where are your general books and records of accounts kept?	8410 W. BrynMawr, Chicago, IL 60631	
18	If not in the State of Illinois, give docket number of Commission authorization.		
19	Give name of officer in charge of same.	Kenneth R. Meyers	
20	What system of accounts was followed by respondent during the year	Accrual	
21	Give name of Commission Issuing the same and original Effective date of said system of accounts		
22	Furnish date respondent adopted said system of accounts	01-Aug-90	

State the classes of utility and other services furnished by respondent during the year in each state in which the respondent operated.

Cellular Telecommunications Service

Two copies of the published Annual Report to stockholders should accompany the filing of this report.

ILLINOIS COMMERCE COMMISSION
CELLULAR TELEPHONE SERVICES
ANNUAL REPORT

GENERAL INSTRUCTIONS

1. This form of annual report is to be completed in triplicate: the original and one copy of this report form, properly completed and verified, is to be filed with the ILLINOIS COMMERCE COMMISSION, 527 East Capitol Avenue, Springfield, Illinois 62701, on or before March 31 of the year following the year for which the report is made. One copy of such report is to be retained by respondent.
2. This form of annual report shall apply to those telephone utilities that provide communication service by utilizing cellular radio technology originating or terminating on the utilities' cellular communication system. This includes direct-dialed mobile-to-land, land-to-mobile, and mobile-to-mobile calling.
3. Cellular systems are composed of three system elements: a mobile telephone switching office, cell sites (*radio equipment*), and landline telephone facilities.
4. This form of annual report is prepared in conformity with the applicable Uniform System of Accounts and all of the accounting terminology used herein is in accordance with the said Uniform System of Accounts.
5. Instructions should be carefully observed and each question shall be answered fully and accurately, whether or not answered in a prior annual report. Where the word "None" truly and completely states the fact, it should be used in a particular inquiry. Where dates are called for, the month and the day, as well as the year, shall be stated. Customary abbreviations may be used in stating dates.
6. If a schedule does not apply to respondent, state "Not applicable".
7. All data is to be typed on the form. Entries of an opposite character (*such as decreases reported in a column providing for both increases and decreases*) should be enclosed in parentheses.
8. Where it is requested that Commission authority be supplied and such authority refers to Illinois Commerce Commission authority, use docket number, where appropriate.
9. The annual report should in all particulars be complete in itself. Reference to reports of previous years or to other reports shall not be made in lieu of required entries.
10. Where schedules call for comparisons of figures of a previous year, the figures reported must be based upon those shown in the annual report of the previous year, or an appropriate explanation given as to why the different figures were used.
11. If it is necessary or desirable to insert additional statements for the purpose of further explanation of accounts or schedules, they should be made on durable paper conforming to this form. Inserts are to be securely bound in the report and are to bear the titles of the schedules and reference form page numbers to which they pertain.
12. The information required with respect to any statement shall be furnished as a minimum requirement to which shall be added such further material information as is necessary to make the required statements, in light of the circumstances under which they are made, not be misleading.
13. Cents are to be omitted in all schedules except in averages and extracted figures where cents are important.
14. The word "respondent", wherever used in this report, means the person, corporation, licensee, agency, authority, or other legal entity or instrumentality in whose behalf the report is made.
15. If respondent operates in more than one state, certain supplemental schedules showing operations for Illinois only must be furnished. A statement of the basis of allocating plant, reserves, revenues and expenses between states must also be furnished.

ILLINOIS COMMERCE COMMISSION
CELLULAR TELEPHONE & MOBILE RADIO SERVICES
ANNUAL REPORT

EXCERPTS FROM THE LAW

(The Public Utilities Act, Section S - 109)

REPORTS BY PUBLIC UTILITIES-FAILURE TO REPORT-FALSE REPORT--PENALTY Each public utility in the state shall each year furnish to the Commission, in such form as the Commission shall require, annual reports as to all the items mentioned in the preceding sections of this article, and in addition such other items, whether of a nature similar to those therein enumerated or otherwise, as the Commission may prescribe. Such annual reports shall contain all the required information for the period for twelve months ending on the thirtieth day of June in each year, or ending on the thirty-first day of December in each year, as the Commission may by order prescribe for each class of public utilities, and shall be filed with the Commission at its office in Springfield within three months after the close of the year for which the report is made. The Commission shall have authority to require any public utility to file monthly reports of earnings and expenses of such utility, and to file other periodical or special, or both periodical and special reports concerning any matter about which the Commission is authorized by law to keep itself informed. All reports shall be under oath.

When any report is erroneous or defective or appears to the Commission to be erroneous or defective, the Commission may notify the public utility to amend such report within thirty days, and before or after the termination of such period the Commission may examine the officers, agents, or employees, and books, records, accounts, vouchers, plant, equipment and property of such public utility, and correct such items in the report as upon such examination the Commission may find defective or erroneous.

All reports made to the Commission by any public utility and the contents thereof shall be open to public inspection, unless otherwise ordered by the Commission. Such reports shall be preserved in the office of the Commission.

Any public utility which fails to make and file any report called for by the Commission within the time specified; or to make specific answer to any question propounded by the Commission within thirty days from the time it is lawfully required to do so or within such further time, not to exceed ninety days, as may in its discretion be allowed by the Commission, shall forfeit up to \$100 for each and every day it may so be in default if the utility collects less than \$100,000 annually in gross revenue; and if the utility collects \$100,000 or more annually in gross revenue, it shall forfeit \$100 per day for each and every day it is in default.

Any person who willfully makes any false return or report to the Commission, or to any member, officer or employee thereof, and any person who aids or abets such person shall be guilty of a Class A misdemeanor.

Name of Respondent	This report is:	Date of Report (Mo, Day, Yr)	Year of Report
Illinois RSA #3, Inc.	(1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission	02/27/2003	Dec. 31, 2002

DIRECTORS

Line No.	Name of Director (a)	Office Address (b)	Term Expires		
			Month	Day	Year
1	Leroy T. Carlson, Jr.	8410 W. BrynMawr, Chicago, IL 60631			
2	John E. Rooney	8410 W. BrynMawr, Chicago, IL 60631			
3					
4					
5					
6					
7					

OFFICERS

Line No.	Title of General Officer (a)	Name and office address of person holding office at close of year (b)	
8	President	John E. Rooney	8410 W. BrynMawr, Chicago, IL 60631
9	Secretary	Kevin Gallagher	8410 W. BrynMawr, Chicago, IL 60631
10	Treasurer	Kenneth R. Meyers	8410 W. BrynMawr, Chicago, IL 60631
11	Assistant Secretary	Mark A. Krohse	8410 W. BrynMawr, Chicago, IL 60631
12			

AFFILIATE INTERESTS

Give a list as of the close of the year of the corporations, and others defined as "affiliated interests" in Section 7-101, subparagraphs (a) to (h) of the Illinois Public Utility Act, inclusive, of law as amended. Attention is directed to the last paragraph of Section 7-101, concerning certain interests not considered affiliated, which need not be listed.

Insert in Col.(c) the particular sub-paragraph letter of paragraph 2, Section 7-101 that properly indicates the nature of the affiliation with respondent of the interest named in Co. (a).

Line No.	Name of Affiliated Interest (a)	Address (b)	Nature of Affiliation (c)
26	N/A		
27			
28			
29			
30			

Name of Respondent Illinois RSA #3, Inc.	This report is: (1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission	Date of Report (Mo, Day, Yr) 02/27/2003	Year of Report Dec. 31, 2002
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SECURITY HOLDERS

Give the names of the security holders of the respondent who, at the date of the latest closing of the stock book of the respondent (if within one year prior to the filing of this report), had the highest voting powers in the respondent, showing for each his address, the number of votes which he would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he was entitled, with respect to securities held by him, such securities being classified as common stock, preferred stock, and other securities, stating in a footnote the names of such other securities (if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. If the stock book was not closed within such year, show such security holders as of the close of the year.

If such list of holders does not embrace all who hold one-percent or more of the voting power of the respondent. Extend such list in an attached statement to include all such holders.

Line No.	Name of Security Holder (a)	Address of Security Holder (b)	No. of Votes to Which Security Holder Was Entitled (c)	Number of Votes, Classified with Respect to Securities on Which Based			
				Stocks			Other Securities With Voting Power (g)
				Common (d)	Preferred (e)	(f)	
1	USCC	8410 W. Brynmawr	1,000	1,000	N/A	N/A	N/A
2							
3							
4							
5							
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20							
21							
22							
23							
24							
25							
26	Date of last meeting of stockholders for election of directors						
27	Total number of stockholders at close of year						
	Has each share of stock one vote?			Yes			
				If Otherwise, explain voting rights.			
28	Has any issue of securities contingent voting rights? If so, explain character of such rights.						
	NO						
29	Has any issue of securities special privileges in the election of directors?			If so, explain character of such privileges.			
				NO			
30	Did any other corporation, or corporations, control the respondent as close of year? If a control was so held, state:						
	NO						
	(a) The form of control whether sole or joint						
	(b) The name of the controlling corporation or corporations						
	(c) The manner in which control was established						
	(d) The extent of control						
	(e) Whether control was direct or indirect						
	(f) The name of the intermediary through which control, if indirect, was established						
31	Corporation controlled by respondent						

Name of Respondent		This report is:	Date of Report	Year of Report
Illinois RSA #3, Inc.		(1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission	(Mo, Day, Yr) 02/27/2003	Dec. 31, 2002
COMPARATIVE BALANCE SHEET (ASSETS AND OTHER DEBITS)				
Line No.	Title of Account (a)	Balance at Beginning of Year (b)	Balance at End of Year (c)	Net Change During Yr. Increase (Decrease) (d)
1	UTILITY PLANT			
2	Cellular Communications Plant in Service (122)	41,833,271	56,785,632	14,952,361
3	Cellular Communications Plant Under Construction (123)	3,033,108	557,288	(2,475,820)
4	TOTAL Utility Plant (enter total of lines 2 & 3)	44,866,379	57,342,920	12,476,541
5	Less: Accum. Deprec. of Cellular Communications Plant (126)	20,126,786	23,024,602	2,897,816
6	Net Utility Plant (enter total of line 4 less 5)	24,739,593	34,318,318	9,578,725
7	Cellular Communications Plant Acquisition Adjustment (125)			-
8	Less: Accum. Amortization Cellular Plant Acquisition Adjust. (127)			-
9	Net Acquisition Adjustment (line 7 less 8)			-
10	Cellular Communication Properties Hold for Future Use (124)			-
11	TOTAL Investment in Cellular Communications Plant (enter total of lines 6, 9, and 10)	24,739,593	34,318,318	9,578,725
12	OTHER PROPERTY AND INVESTMENTS			-
13	Other Long-term Assets - Cellular Communications Operations (120.1)			-
14	Other Long-term Assets - Non-cellular (120.2)			-
15	Other Long-term Assets - Common to Cellular & Non-cellular Operations (120.3)	37,718,461	37,718,461	0
16	Other Long-term Assets - TOTAL (120) (lines 13 - 15)	37,718,461	37,718,461	0
17				-
18	Investments - Affiliated Companies (121.1)			-
19	Investments - Non-affiliated Companies (121.2)			-
20	Investments - TOTAL (121) (lines 18 and 19)			-
21				-
22	Property and Other Assets of Non-cellular Operations (130)			-
23	Less: Accum. Deprec. of Property & Other Assets of Non-Cellular Operations (131)			-
24	Net Property & Other Assets of Non-cellular Operations (lines 22 less 23)			-
25				-
26				-
27				-
28	Total Other Property & Investments (lines 16, 20 & 24 thru 27)	37,718,461	37,718,461	0
29				-
30				-
31	CURRENT AND ACCRUED ASSETS			-
32	Cash (100)	376,919	(98,326)	(475,245)
33	Accounts Receivable -Customers (101.1)	3,650,319	5,108,894	1,458,575
34	Accounts Receivable -Affiliated Companies (101.2)	301,593	835,211	533,618
35	Accounts Receivable - TOTAL (101) (lines 33-34)	3,951,912	5,944,105	1,992,193
36	Less: Allowance for Uncollectible Accts.-Customer (102.1)	164,846	267,307	102,461
37	Less: Allowance for Uncollectible Accts. - Other (102.2)			-
38	Less: Allowance for Uncollectible Accts. - TOTAL (102)	164,846	267,307	102,461
39	Net Accounts Receivable (line 35 less 36 - 38)	3,787,066	5,676,799	1,889,733
40	Notes Receivable - Non-affiliated Companies (104.1)			-
41	Notes Receivable -Affiliated Companies (104.2)			-
42	Notes Receivable - TOTAL (104) (lines 40 and 41)			-
43	Prepaid Insurance (105.1)			-
44	Prepaid Rent (105.2)			-
45	Prepaid Taxes (105.3)			-
46	Other Prepayments (105.4)	126,265	156,559	30,294
47	Prepayments - TOTAL (105) (lines 43 - 46)	126,265	156,559	30,294
48	Materials and Supplies - Cellular Communications Operations (106.1)			-
49	Materials and Supplies - Non-cellular Operations (106.2)			-
50	Materials and Supplies - Common to Cellular & Non-cellular Operations (106.3)	319,667	380,182	60,515
51	Materials and Supplies - TOTAL (106) (lines 48 - 50)	319,667	380,182	60,515

Name of Respondent Illinois RSA #3, Inc.		This report is: (1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission	Date of Report (Mo, Day, Yr) 02/27/2003	Year of Report Dec. 31, 2002
COMPARATIVE BALANCE SHEET (ASSETS AND OTHER DEBITS)				
Line No.	Title of Account (a)	Balance at Beginning of Year (b)	Balance at End of Year (c)	Net Change During Yr. Increase (Decrease) (d)
52	Interest and Dividends Receivable (107)	715	715	0
53	Other Current Assets - Cellular Communications Operations (108.1)	-	-	-
54	Other Current Assets - Non-cellular Operations (108.2)	-	-	-
55	Other Current Assets - Common to Cellular & Non-cellular Operations (108.3)	-	76,324	76,324
56	Other Current Assets - TOTAL (108) (lines 53-55)	-	76,324	76,324
57	Accum Deferred Federal Income Taxes - Current - Cellular Com. Oper. (109.1)	160,403	103,797	(56,606)
58	Accum Deferred State Income Taxes - Current - Cellular Com. Oper. (109.2)	33,455	21,649	(11,806)
59	Accum Deferred Fed. Income Taxes - Current - Non-cellular Com. Oper. (109.3)	-	-	-
60	Accum Deferred State Income Taxes - Current - Non-cellular Com. Oper. (109.4)	-	-	-
61	TOTAL Deferred Debits (109) (lines 57-60)	193,858	125,446	(68,412)
62		-	-	-
63	Total Current & Accrued Assets (enter total of lines 52,53,54,55,56,61 and 62)	4,804,490	6,317,699	1,513,209
64	DEFERRED DEBITS	-	-	-
65	Deferred Debits (110)	104,385	237,905	133,520
66	Unamortized Debt Expense	-	-	-
67	Intangible Assets	-	-	-
68	Accum Deferred Fed. Income Taxes - Non-current - Cellular Com. Oper. (113.1)	10,842,716	4,654,967	(5,987,749)
69	Accum Deferred State Income Taxes - Non-current - Cellular Com. Oper. (113.2)	-	-	-
70	Accum Deferred Fed. Income Taxes - Non-current - Cellular Com. Oper. (113.3)	1,999,469	1,968,970	(30,499)
71	Accum Deferred State Income Taxes - Non-current - Non-cellular Com. Oper. (113.4)	-	-	-
72	Accum. Deferred Income Taxes - Non-current-TOTAL (113) (lines 68 thru 71)	12,842,185	6,623,937	(6,018,248)
73		-	-	-
74		-	-	-
75	TOTAL Deferred Debits (enter total of lines 65 thru 67 and 72 thru 74)	12,746,570	6,861,842	(5,884,728)
76	TOTAL Assets & Other Debits (enter total of lines 63,75 and 76)	80,009,114	85,216,321	5,207,207

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COMPARATIVE BALANCE SHEET (LIABILITIES AND OTHER CREDITS)					
Line No.	Title of Account (a)	Balance at Beginning of Year (b)	Balance at End of Year (c)		
1	PROPRIETARY CAPITAL				
2	Common Stock Issued (230)	1,000	1,000		
3	Preferred Stock Issued (231)				
4	Other Paid-in Capital (232)	28,681,507	28,681,507		
5	Retained Earnings (233)				
6	Proprietary Capital - Proprietorship and Partnership (234)	(25,924,065)	(29,703,936)		
7	Less: Proprietary Drawings				
8					
9					
10	TOTAL Proprietary Capital (enter total of lines 2 thru 9)	2,758,442	(1,021,430)		
11	LONG-TERM DEBT				
12	Obligations on Capital Leases (221)				
13	Advances from Affiliated Companies (223)				
14	Unamortized Premium and Discount on Long-term Debt (224)				
15	Other				
16					
17	TOTAL Long-term Debt (enter total of lines 12 thru 16)	-	-		
18	CURRENT AND ACCRUED LIABILITIES				
19	Notes Payable - Non-affiliated Companies (200.1)				
20	Notes Payable - Affiliated Companies (200.2)	68,729,625	73,372,865		
21	Notes Payable - TOTAL (200) (lines 19-20)	68,729,625	73,372,865		
22	Accounts Payable - Non-affiliated Companies (201.1)	1,584,569	2,683,048		
23	Accounts Payable - Affiliated Companies (201.2)	1,764,717	1,602,339		
24	Accounts Payable - TOTAL (202) (lines 22-23)	3,349,286	4,285,386		
25	Accrued Liabilities - Non-affiliated Companies (203.1)	727,518	327,923		
26	Accrued Liabilities - Affiliated Companies (203.2)	1,133	12,185		
27	Accrued Liabilities - TOTAL (202) (lines 25-26)	728,651	340,108		
28	Advanced Billing & Payments (203)		644,543		
29	Taxes Accrued (204)	313,938	267,709		
30	Interest Accrued (205)	374,785	366,482		
31	Other Current Liabilities - Cellular Communications Operations (206.1)	123,833	326,727		
32	Other Current Liabilities - Non-cellular Operations (206.2)				
33	Other Current Liabilities - Common to Cellular & Non-cellular Operations (206.3)				
34	Other Current Liabilities - TOTAL (lines 31-33)	123,833	326,727		
35	Current Maturities of Long-term Debt (207)	125,476	-		
36	Accumulated Deferred Federal Income Taxes - Current - Cellular Com. Operations (211.1)				
37	Accumulated Deferred State Income Taxes - Current - Cellular Com. Operations (211.2)				
38	Accumulated Deferred Fed. Income Taxes - Current - Non-cellular Operations (211.3)				
39	Accumulated Deferred State Income Taxes - Current - Non-cellular Operations (211.4)				
40	Accumulated Deferred Income Taxes - Current - TOTAL (211) (lines 36-39)				
41	Customer Deposits (214)	156,714	530,791		
42					
43					
44					
45	TOTAL Current & Accrued Liabilities (enter total of lines 21,24,27,28 thru 30, 34,35,40 thru 44)	73,902,308	80,134,613		

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COMPARATIVE BALANCE SHEET (LIABILITIES AND OTHER CREDITS)

Line No.	Title of Account (a)	Balance at Beginning of Year (b)	Balance at End of Year (c)
46	DEFERRED CREDITS		
47	Other Deferred Credits (216)	2,824,634	181,545
48	Unamortized Deferred Federal Investment Tax Credits - Cellular Com. Operations (219.1)	523,730	5,128,826
49	Unamortized Deferred State Investment Tax Credits - Cellular Com. Operations (219.2)		792,767
50	Unamortized Deferred Federal Investment Tax Credits - Non-cellular Operations (219.3)		
51	Unamortized Deferred State Investment Tax Credits - Non-cellular Operations (219.4)		
52	Unamortized Deferred Investment Tax Credits - TOTAL (219) (lines 48-51)	523,730	5,921,593
53	Accum. Deferred Federal Income Tax Credits - Non-current - Cellular Com. Operations (220.1)		
54	Accum. Deferred State Income Tax Credits - Non-current - Cellular Com. Operations (220.2)		
55	Accum. Deferred Federal Income Taxes - Non-current - Non-cellular Com. Operations (220.3)		
56	Accum. Deferred State Income Taxes - Non-current - Non-cellular Com. Operations (220.4)		
57	Accum. Deferred Income Taxes - Non-current - TOTAL (lines 53-56)		
58			
59			
60	TOTAL Deferred Credits (enter total of lines 47, 52, and 57 thru 59)	3,348,364	6,103,138
61	TOTAL Liabilities and Other Credits (enter total of lines 10, 17, 45 and 60)	80,009,114	85,216,321

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BALANCE SHEET ACCOUNTS - DETAIL OF CELLULAR COMMUNICATION PLANT IN SERVICE						
Line No.	Account (a)	Balance at 1/1/02 (b)	Plant Added (c)	Plant Retired (d)	Transfer & Adjustment Charges (Credits) (e)	Balance At 12/31/02 (f)
	Cellular Communication Plant:					
300	Land	2,345,819	111,880	-	(401,072)	2,056,627
302	Buildings	2,594,526	165,155	-	3,453	2,763,134
304	Leasehold Improvement	1,360,238	921,932	-	206,991	2,489,161
305	Antenna	2,540,358	1,933,631	-	(137)	4,473,852
306	Power Equipment	1,645,084	351,004	-	(4,023)	1,992,065
307	Switching Equipment	3,730,846	1,246,694	-	892,798	5,870,338
308	Base Site Controller	-	-	-	-	-
309	Towers	5,158,951	334,407	-	22,851	5,516,209
310	Radio Frequency Channel Equipment	16,861,981	9,239,329	2,804,172	1,124,138	24,421,276
312	Transmission Equipment	2,913,356	1,224,183	-	290,005	4,427,544
314	Vehicles	137,985	70,387	-	-	208,372
316	Tools and Work Equipment	-	-	-	-	-
318	Office Furniture and Equipment	873,500	283,381	317,848	207,152	1,046,385
319	Rental Equipment	-	-	-	-	-
320	General Computer Equipment	187,016	58,000	47,298	3,073	200,791
321	Test Equipment	317,652	115,353	5,707	(1,552)	425,746
322	Data Equipment	349,794	-	-	(191,116)	158,678
323	Computer Software	83,195	46,386	-	6,078	135,659
324	Demo Units	-	-	-	-	-
325	Voice Mail Equipment	21,468	-	-	-	21,468
326	Intelligent Call Peripheral	573,937	-	-	(38,000)	535,937
	TOTAL Plant in Service (enter total of col. (b) and col. (f) on page 8)	41,695,706	16,101,721	3,174,825	2,120,639	56,743,242

Name of Respondent Illinois RSA #3, Inc.	This report is: (1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission	Date of Report (Mo, Day, Yr) 02/27/2003	Year of Report Dec. 31, 2002
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STATEMENT OF INCOME FOR THE YEAR

Line No.	Account (a)	TOTAL	
		Current Year (b)	Previous Year (c)
1	UTILITY OPERATING INCOME		
2	Operating Revenues:		
3	Retail Customer Revenues	27,894,883	24,938,058
4	Wholesale Customer Revenues		
5	Roamer Customer Revenues	13,931,998	10,113,440
6	Commission Revenues		
7	Other Operating Revenues	790,818	812,674
8			
9			
10	TOTAL Operating Revenues (lines 3-9)	42,617,699	35,864,172
11			
12	Operating Expenses:		
13	Cellular Communications System Maintenance Expense (610)		
14	Depreciation Expense (613)	5,230,175	4,356,925
15	Amortization Expense (615)		
16	Amortization of Cellular Com. Plant Acquisition Adjustment (616)		
17	Real Estate Acquisition Changes		
18	Telecommunications - Direct Operating Expense	5,923,614	6,307,978
19	Customer Accounts & Service Expense (621)	2,717,248	1,645,076
20	Bad Debt Expense (623)	1,071,335	451,343
21	Sales Promotion & Advertising Expense (625)	8,157,722	6,734,599
22	General and Administrative Expense (627)	8,449,618	7,317,634
23	Damages and Claims Expense (631)		
24	Pensions and Benefits Expense (633)		
25	Rental Expense (635)		
26	Motor Vehicle Expense (637)		
27	Taxes Other Than Income Taxes (639)	400,205	
28	Gain or Loss on Retirement or Sale of Cellular Com. Plant (641)		
29	Operating Expense Charged to Construction (643)		
30	Income Taxes - Federal		
31	Income Taxes - Other		
32	Provision for Deferred Income Taxes		
33	Investment Tax Credit Adjustment		
34	Payroll		
35	Cost of Goods Sold	1,671,905	1,857,295
36			
37			
38	TOTAL Utility Operating Expenses (enter total of lines 13 thru 37)	33,621,821	28,670,850
39	Utility Operating Income (enter total of line 10 less 38)	8,995,878	7,193,322
40			
41			
42	OTHER INCOME AND DEDUCTIONS		
43	Other Income (Net of Cost of Goods Sold)	699,906	23,257
44	Non-cellular Revenue		
45	Other Non-operating Income		
46			
47			
48	TOTAL Other Income (enter total of lines 43 thru 47)	699,906	23,257

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STATEMENT OF INCOME FOR THE YEAR					
Line No.	Account (a)	TOTAL			
		Current Year (b)	Previous Year (c)		
49	Other Income Deductions:				
50	Loss on Disposition of Property				
51	Misc. Amortization				
52	Misc. Income Deductions				
53	TOTAL Other Income Deductions (total of lines 50 thru 52)				
54	Taxes Applicable to Other Income and Deductions:				
55	Taxes Other Than Income Taxes				
56	Income Taxes - Federal				
57	Income Taxes - Other				
58	Provision for Deferred Income Taxes				
59	Provision for Deferred Income Taxes - Cr.				
60	Investment Tax Credit Adjustment - Net				
61	Investment Tax Credits				
62	TOTAL Taxes on Other Income & Deductions (total lines 55 thru 61)				
63	Net Other Income & Deductions (enter line 48 less (53+62))	699,906	23,257		
64	INTEREST CHARGES				
65	Interest on Long-term Debt	980	51,874		
66	Amort. of Debt Disc. and Expense				
67	Amort. of Loss on Recquired Debt				
68	Amort. of Premium on Debt-Credit				
69	Interest on Debt to Assoc. Companies	1,297,328	2,405,967		
70	Other Interest Expense	9,795	4,624		
71	Allowance for Borrowed Funds Used During Construction-Credit				
72	Net Interest Charges (enter total of lines 65 thru 71)	1,306,104	2,462,465		
73	Income before Extraordinary Items (total of lines 39, 63, and 72)	8,387,680	4,754,114		
74	EXTRAORDINARY ITEMS				
75	Extraordinary Income				
76	Extraordinary Deductions	3,192,058	4,030,805		
77	Net Extraordinary Items (enter total of line 75 less line 76)	3,192,058	4,030,805		
78	Income Taxes - Federal and Other	8,975,483	(9,881,270)		
79	Extraordinary Items after Taxes (enter total of line 77 less line 78)	12,167,551	(5,770,465)		
80	Net Income (enter total of lines 73 and 79)	(3,779,872)	10,524,579		

Name of Respondent Illinois RSA #3, Inc.		This report is: (1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission	Date of Report (Mo, Day, Yr) 02/27/2003	Year of Report Dec. 31, 2002
STATEMENT OF CASH FLOWS				
Line No.	Description of Item (a)	TOTAL		
		Amount (b)	Lines: 1, 13, 14, 20, 31 and 32-35 Only (c)	
	Increase/(Decrease) in Cash and Cash Equivalents	(475,245)		
	Cash Flows from Operating Activities:			
1	Net Income		(3,779,871)	
	Adjustments to Reconcile Net Income to net Cash Provided by Operating Activities:			
2	Depreciation and Amortization	5,230,175		
3	Provision for Losses for Accounts Receivable			
4	Deferred Income Taxes - Net	8,975,493		
5	Unamortized ITC - Net			
6	Allowance for Funds Used During Construction			
7	Net Change in Operating Receivables	(1,832,127)		
8	Net Change in Materials, Supplies and Inventories	(60,515)		
9	Net Change in Operating Payables and Accrued Liabilities	1,361,200		
10	Net Change in Other Assets and Deferred Charges	(16,935,043)		
11	Net Change in Other Liabilities and Deferred Credits	(335,992)		
12	Other (explained) - Taxes Other than Income & Advance Payments	(3,000)		
13	Total Adjustments		(3,599,809)	
14	Net Cash Provided by (Used in) Operating Activities:		(7,379,681)	
	Cash Inflows/(Outflows) from Investing Activities:			
15	Construction/Acquisition of Property, Plant and Equipment (Net of Allowance for Funds Used During Construction and Capital Lease Related Acquisitions)	(14,805,900)		
16	Proceeds from Disposals of Property, Plant and Equipment			
17	Investments in and Advances to Affiliates			
18	Proceeds from Repayment of Advances			
19	Other Investing Activities (explained) - Property Plant & Equipment Purchases	17,192,671		
20	Net Cash Provided by (Used in) Investing Activities (Total)		2,386,771	
	Cash Inflows (Outflows) from Financing Activities:			
21	Net Increase/Decrease in Short-Term Debt with Original Maturities of Three Months or Less	4,643,140		
22	Advances from Affiliates			
23	Repayment of Advances from Affiliates			
24	Proceeds from Long-term Debt			
25	Repayment of Long-term Debt			
26	Payment of Capital Lease Obligations -			
27	Proceeds from Issuing Common Stock/Equity Investment from Parent			
28	Repurchase of Treasury Shares			
29	Dividends Paid			
30	Other Financing Activities (explained) - Proceeds from Capital Lease Obligations	(125,475.82)		
31	Net Cash Provided by Financing Activities (Total)		4,517,664	
32	Effect of Exchange Rate Changes on Cash			
33	Net Increase/(Decrease) in Cash and Cash Equivalents		(475,245)	
34	Cash and Cash Equivalents at Beginning of Period		376,919	
35	Cash and Cash Equivalents at End of Period		(98,326)	

Name of Respondent Illinois RSA #3, Inc.		This report is: (1) <input checked="" type="checkbox"/> An original (2) <input type="checkbox"/> A resubmission	Date of Report (Mo, Day, Yr) 02/27/2003	Year of Report Dec. 31, 2002
RECONCILIATION OF GROSS REVENUE TAX				
	(a)	As Shown on Annual Report (b)	Page & Line Where Amount At Left Can Be Found in the Annual Report (c)	
1	1) a. Actual Gross Operating Revenue as shown in Annual Report	28,685,701	Page 13, Line 3 + 7	
2	b. Less Interstate Revenue			
3	c. Gross Revenue Applicable to Illinois			
4	DEDUCT:			
5	2) a. Revenue from Sale to Utilities for Resale			
6	b. Uncollectible Accounts (if billing basis used)	1,071,335	Page 13, Line 20	
7	c. Other Deductions (if amounts are included in 1-a above)			
8	Account Description	Account No.		
9	Roamer Revenue	13,931,998	Page 13, Line 5	
10				
11				
12				
13				
14				
15	Taxable Illinois Gross Revenue From Annual Report (lines 1-2 thru 14)	41,546,364		
16	Taxable Illinois Gross Revenue From Ammended/Annual Gross Revenue Tax Return	N/A		
17	DIFFERENCE (line 15 minus line 16)			

If difference calculated on line 17 is a positive amount of \$1,000.00 or more, a revised Amended/Annual Tax Return for the year plus payment of any additional tax due must be promptly remitted to the Illinois Commerce Commission. If the calculated difference is less than \$1,000.00 or a negative amount, no further action is required regarding your tax reconciliation. (The tax owed on \$1,000 at the current tax rate of .10% is \$1.00. According to the Public Utilities Act a deficiency in taxes paid of less than \$1.00 need not be paid to the Commission.)

VERIFICATION

The responsible accounting officer shall verify this report under oath.

OATH

STATE OF Illinois)
)
COUNTY OF Cook)SS
)

Mark A. Krohse

makes oath and says that he is

(Insert here the name of the affiant)

Assistant Secretary

of

(Insert here the official title of the affiant)

Illinois RSA #3, Inc.

that

(Insert here the exact legal title or name of the respondent)

he has examined the foregoing report; that to the best of his knowledge, information, and belief, all statements of fact contained in the said report are true, and the said report is a correct statement of the business and affairs of the above-named respondent in respect to each and every matter set forth therein during the period from and including January 1, 2002, to and including December 31, 2002.

Mark A. Krohse

(Signature of Affiant)

Subscribed and sworn before me, a

Notary

In and for the State and County above named, this

20th

day of

March2003

My Commission expires

9/23/04

(Signature of officer authorized to administer oath)

[Signature]